Southern Railway System 185 1425

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P.O. Box 1808 Washington, D.C. 20013 JUN 26 1980 IZEE PM INTERSTATE COMMERCE COMMISSION

920 15TH STREET, N.W. TEL: (202) 383-4600

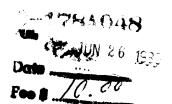
KARL A. STOECKER SENIOR VICE PRESIDENT FINANCE

JUN 2 6 1980

59080, 57968

Mrs. Agatha L. Mergenovich Secretary Interstate Commerce Commission Washington, D. C. 20423

Dear Mrs. Mergenovich:



I enclose five original counterparts of the instrument described in paragraph (1) hereof, for recordation and return, together with two original counterparts for the Commission's files.

In accordance with 49 CFR Part 1116, covering the recordation of documents, I advise you as follows:

- (1) The enclosed document is a Supplement dated as of June 16, 1980, to Equipment Trust Agreement between Manufacturers Hanover Trust Company, Trustee, and Southern Railway Company dated as of July 1, 1971, constituting Southern Railway Equipment Trust No. 4 of 1971.
- (2) The Supplement is executed for the purpose of subjecting to the Equipment Trust certain new equipment, being:

I - new 70-ton 50' Pulpwood Car bearing road number 142066, AAR designation LP.

The unit of Equipment will be marked with the words:

"OWNED BY A BANK OR TRUST COMPANY UNDER A FINANCING AGREEMENT RECORDED WITH THE INTERSTATE COMMERCE COMMISSION UNDER SECTION 20c OF THE INTERSTATE COMMERCE ACT."

(3) The Equipment Trust Agreement was filed and recorded in your office on June 11, 1971, at 9:45 A.M., and was assigned Recordation No. 6185.

- (4) After recordation, the original document should be returned to Joseph C. Dimino, Esq., Solicitor, Southern Railway Company, P. O. Box 1808, Washington, D.C. 20013.
- (5) The recordation fee of \$10.00 is enclosed.

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,

K. a. Storeker &

Encl.

Executed in 7 Counterparts of which this is Counterpart No.

RECORDATION NO. 6/8 Filed 1425

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INTERSTATE COMMERCE COMMISSION

THIS SUPPLEMENTAL AGREEMENT, made and entered into as of June 16, 1980, by and between

MANUFACTURERS HANOVER TRUST COMPANY, a New York corporation (the "Trustee"), party of the first part; and

SOUTHERN RAILWAY COMPANY, a Virginia corporation, (the "Company"), party of the second part;

W I T N E S S E T H THAT:

WHEREAS, by agreement dated as of July 1, 1971, (the "Agreement"), between the Trustee and the Company there was constituted SOUTHERN RAILWAY EQUIPMENT TRUST NO. 4 OF 1971; and

WHEREAS, by the Agreement the Trustee has let and leased unto the Company certain railroad equipment as defined in the Agreement all upon such terms and conditions as therein specified; and

WHEREAS, in Section 4.9 of the Agreement, it is provided that upon the filing with the Trustee of the appropriate documents, any monies paid to the Trustee pursuant to said Section 4.9 or Section 4.7 of the Agreement may be applied to the purchase of additional equipment; and

WHEREAS, the Company, in compliance with the aforesaid requirements of Section 4.9 of the Agreement now proposes to cause to be sold, assigned, transferred and set over unto the Trustee, as trustee under the Agreement, one (1) new 70-ton 50' Pulpwood Car bearing road number 142066 (the "Additional Equipment");

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar (\$1.00) paid by the Trustee to the Company at or before the ensealing and delivery hereof, the receipt of which is hereby acknowledged, and in consideration of the rents and covenants in the Agreement provided for and contained, the Company does hereby assign to the Trustee all of its right, title and interest under the contract for the acquisition of the Additional Equipment and the Trustee does hereby let and lease the Additional Equipment to the Company for the remainder of the lease term as set forth in the Agreement, the said assignment by the Company and lease by the Trustee being upon and subject to all the terms and conditions of the Agreement as though the Additional Equipment had been a part of the original Equipment described in the Agreement.

AND the Company hereby accepts the terms and conditions upon which the Additional Equipment is leased to it hereunder, and covenants and agrees to abide by each and every such term and condition according to the true intent and purpose thereof.

This Supplemental Agreement may be executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed and duly attested, as of the day and year first above written.

COMPANY,

ATTEST:

Assistant Secretary

Assistant Vice President

MANUFACTURERS HANOVER TRUST

Ks Trustee

SOUTHERN RAILWAY COMPANY, By

Vice President

Assistant Secretary

STATE OF NEW YORK ss: COUNTY OF NEW YORK day of Time , 1980, before W. B. DODGE me personally appeared , to me personally known, who, being by me duly sworn, says that he is a of MANUFACTURERS HANOVER TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation pursuant to due corporate authority and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation. i, Štate of i 24-4608287 Qualified in Kings County Certificate filed in New York County Commission Expires March 30, 1931 DISTRICT OF COLUMBIA. day of , 1980, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is a Vice President of SOUTHERN RAILWAY COMPANY, that one of the seals

affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation pursuant to due corporate authority and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

 In and For the District of Columbia My Commission Expires May 31, 1982